

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. GRACE & CO., <i>et al.</i> ,)	Case No. 01-1139 (JKF)
)	
Debtors.)	Jointly Administered
)	
)	Hearing: July 27, 2009, 10:30 a.m.
)	

**PLAN PROPONENTS' PRE-TRIAL
EXHIBIT LIST FOR THE PHASE II CONFIRMATION HEARING**

Pursuant to the Court's Order of July 7, 2009, the Debtors, the Official Committee of Asbestos Personal Injury Claimants ("ACC"), the Official Committee of Equity Security Holders ("Equity") and David T. Austern, the Court-appointed legal representative for future asbestos personal injury claimants ("FCR"), hereby disclose the list of exhibits that they may use in their case-in-chief during the Phase II Plan Confirmation Hearing.

A combined list of exhibits that the Plan Proponents may offer into evidence is attached as Exhibit A. In accordance with the Third Amended Case Management Order Related to the First Amended Joint Plan of Reorganization ("CMO"), a final Exhibit List and copies of each exhibit identified in that final list will be served on all parties, and each exhibit identified in the final list will be pre-marked for identification, at the time specified in the CMO.

Listing of a document on this Exhibit List does not mean that the Plan Proponents necessarily intend to offer any particular exhibit into evidence, nor does listing a document mean that the Plan Proponents agree that it is relevant or admissible. The Plan Proponents specifically reserve any and all objections to an exhibit's admissibility (other than authenticity) until the time such an exhibit is offered at trial.

Additionally, the Exhibit List contains only those exhibits that the Plan Proponents may offer in their case-in-chief, and does not include exhibits which may be used for cross-examination, impeachment, or rebuttal purposes. The Plan Proponents specifically reserve the right to use any document for cross-examination, impeachment or rebuttal. Exhibits that may be used for cross-examination, impeachment or rebuttal will, to the extent possible, be pre-marked for identification so that time is not wasted in the courtroom marking exhibits, but will not be disclosed on the list of potential trial exhibits.

The Plan Proponents also reserve the right to offer any of the pleadings or documents contained on the docket of these Bankruptcy Cases, including but not limited to the Plan, the Disclosure Statement, the Plan Documents and the documents contained in the Plan Supplement, and any pleadings or documents contained on the docket of any related Adversary Proceeding, related matters in the District Court for the District of Delaware, or the Court of Appeals for the Third Circuit.

The Plan Proponents also reserve the right to offer in their case-in-chief any exhibit identified on any other party's trial exhibit list. If any other party refuses to stipulate to the authenticity of any of the exhibits offered by the Plan Proponents, or that an exhibit which qualifies as a business record within the meaning of Federal Rule of Evidence 803(6) is in fact a business record, the Plan Proponents reserve the right to call an appropriate custodian of records from the appropriate entity to lay a foundation to establish the authenticity and admissibility of a particular document.

Dated: July 20, 2009

Respectfully submitted,

KIRKLAND & ELLIS LLP

David M. Bernick, P.C.
Theodore Freedman
Citigroup Center
601 Lexington Ave.
New York, New York 10022-4611
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

and

Barbara M. Harding
655 Fifteenth Street, N.W.
Washington, D.C. 20005
Telephone: (202) 879-5200

and

THE LAW OFFICES OF JANET S. BAER, P.C.
Janet S. Baer, P.C.
70 W. Madison St.
Suite 2100
Chicago, IL 60602
Telephone: (312) 641-2162
Facsimile: (312) 641-2165

and

PACHULSKI, STANG, ZIEHL & JONES LLP

/s/ Kathleen P. Makowski
Laura Davis Jones (Bar No. 2436)
James E. O'Neill (Bar No. 4042)
Kathleen P. Makowski (Bar No. 3648)
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, Delaware 19899-8705 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400
joneill@pszjlaw.com
kmakowski@pszjlaw.com

Co-Counsel for the Debtors and Debtors in Possession

CAPMPBELL & LEVINE, LLC

/s/ Mark T. Hurford

Mark T. Hurford (Bar No. 3299)

Marla R. Eskin (Bar No. 2989)

800 King Street, Suite 300

Wilmington, DE 19801

Telephone: (302) 426-1900

mhurford@camlev.com

CAPLIN & DRYSDALE, CHARTERED

Elihu Inselbuch

375 Park Avenue, 35th Floor

New York, NY 10152-3500

Telephone: (212) 319-7125

Facsimile: (212) 644-6755

Peter Van N. Lockwood

Nathan D. Finch

Kevin Maclay

One Thomas Circle, N.W.

Washington, D.C. 20005

Telephone: (202) 862-5000

Facsimile: (202) 429-3301

*Counsel for the Official Committee of Asbestos
Personal Injury Claimants*

PHILIPS, GOLDMAN & SPENCE, P A.

/s/ John C. Philips

John C. Philips (Bar No.110)

1200 North Broom Street

Wilmington, DE 19806

Telephone: (302) 655-4200

Facsimile: (302) 655-4210

and

ORRICK, HERRINGTON & SUTCLIFFE LLP

Roger Frankel
Richard H. Wyron
Jonathan P. Guy
1152 15th Street, NW
Washington, DC 20005
Telephone: (202) 339-8400
Facsimile: (202) 339-8500

*Counsel for David T Austern, Asbestos PI Future
Claimants' Representative*

SAUL EWING LLP

/s/ Teresa K.D. Currier
Teresa K.D. Currier (Bar No. 3080)
222 Delaware Avenue, 12th Floor
Wilmington, DE 19801
Telephone: (302) 421-6800
Facsimile: (302) 421-6813
tcurrier@saul.com

and

KRAMER LEVIN NAFTALIS & FRANKEL LLP

Philip Bentley
Gregory Howowitz
David Blabey
1177 Avenue Of The Americas
New York, NY 10036
Telephone: (212) 715-9100

*Counsel for the Official Committee of Equity Security
Holders*